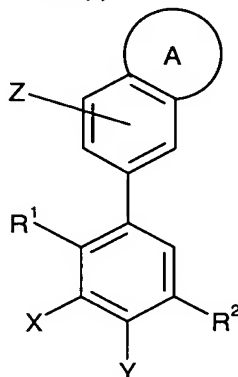


### Amendments to the claims

This listing of claims will replace all prior versions, and listings, of claims in the application:

1. (original) A compound of formula (I):



(I)

wherein

A is a fused 5-membered heteroaryl ring optionally substituted by up to two substituents independently selected from C<sub>1-6</sub>alkyl, -(CH<sub>2</sub>)<sub>k</sub>-C<sub>3-7</sub>cycloalkyl, halogen, -CN, trifluoromethyl, -(CH<sub>2</sub>)<sub>k</sub>OR<sup>3</sup>, -(CH<sub>2</sub>)<sub>k</sub>CO<sub>2</sub>R<sup>3</sup>, -(CH<sub>2</sub>)<sub>k</sub>NR<sup>3</sup>R<sup>4</sup>, -(CH<sub>2</sub>)<sub>k</sub>CONR<sup>3</sup>R<sup>4</sup>, -(CH<sub>2</sub>)<sub>k</sub>NHCO<sup>3</sup>, -(CH<sub>2</sub>)<sub>k</sub>SO<sub>2</sub>NR<sup>3</sup>R<sup>4</sup>, -(CH<sub>2</sub>)<sub>k</sub>NHSO<sub>2</sub>R<sup>3</sup>, -(CH<sub>2</sub>)<sub>k</sub>SO<sub>2</sub>(CH<sub>2</sub>)<sub>m</sub>R<sup>5</sup>, a 5- or 6-membered heterocyclyl ring containing nitrogen optionally substituted by C<sub>1-2</sub>alkyl or -(CH<sub>2</sub>)<sub>k</sub>CO<sub>2</sub>R<sup>3</sup>, and a 5-membered heteroaryl ring optionally substituted by C<sub>1-2</sub>alkyl;

A is a fused 5-membered heteroaryl ring substituted by -BR<sup>6</sup>, and A is optionally further substituted by one substituent selected from -OR<sup>7</sup>, halogen, trifluoromethyl, -CN, -CO<sub>2</sub>R<sup>7</sup> and C<sub>1-6</sub>alkyl optionally substituted by hydroxy;

A is a fused 5-membered heteroaryl ring substituted by -(CH<sub>2</sub>)<sub>n</sub>heterocyclyl wherein the heterocyclyl is a 5- or 6-membered heterocyclic ring containing one or two heteroatoms independently selected from oxygen, sulfur and nitrogen optionally substituted by up to two substituents independently selected from oxo, C<sub>1-6</sub>alkyl, -(CH<sub>2</sub>)<sub>p</sub>phenyl, -OR<sup>7</sup>, -(CH<sub>2</sub>)<sub>p</sub>CO<sub>2</sub>R<sup>7</sup>, -NR<sup>7</sup>R<sup>8</sup> and -CONR<sup>7</sup>R<sup>8</sup>, and A is optionally further substituted by one substituent selected from -OR<sup>7</sup>, halogen, trifluoromethyl, -CN, -CO<sub>2</sub>R<sup>7</sup> and C<sub>1-6</sub>alkyl optionally substituted by hydroxy; or

A is a fused 5-membered heteroaryl ring substituted by -(CH<sub>2</sub>)<sub>q</sub>aryl or -(CH<sub>2</sub>)<sub>q</sub>heteroaryl wherein the aryl or heteroaryl is optionally substituted by one or more substituents independently selected from oxo, C<sub>1-6</sub>alkyl, halogen, -CN,

trifluoromethyl,  $-OR^9$ ,  $-(CH_2)_rCO_2R^{10}$ ,  $-NR^9R^{10}$ ,  $-(CH_2)_rCONR^9R^{10}$ ,  $-NHCOR^9$ ,  $-SO_2NR^9R^{10}$ ,  $-NHSO_2R^9$  and  $-S(O)_sR^9$ , and

A is optionally further substituted by one substituent selected from  $-OR^7$ , halogen, trifluoromethyl,  $-CN$ ,  $-CO_2R^7$  and  $C_{1-6}$ alkyl optionally substituted by hydroxy;

$R^1$  is selected from methyl and chloro;

$R^2$  is selected from  $-NH-CO-R^{11}$  and  $-CO-NH-(CH_2)_t-R^{12}$ ;

$R^3$  is selected from hydrogen,  $C_{1-6}$ alkyl optionally substituted by up to two OH groups,  $-(CH_2)_k-C_{3-7}$ cycloalkyl,  $-(CH_2)_k$ phenyl optionally substituted by  $R^{13}$  and/or  $R^{14}$  and  $-(CH_2)_k$ heteroaryl optionally substituted by  $R^{13}$  and/or  $R^{14}$ ,

$R^4$  is selected from hydrogen and  $C_{1-6}$ alkyl, or

$R^3$  and  $R^4$ , together with the nitrogen atom to which they are bound, form a 5- or 6-membered heterocyclic ring optionally containing one additional heteroatom selected from oxygen, sulfur and N- $R^{15}$ ;

$R^5$  is selected from  $C_{1-6}$ alkyl optionally substituted by up to three halogen atoms,  $C_{2-6}$ alkenyl optionally substituted by phenyl,  $C_{3-7}$ cycloalkyl, heteroaryl optionally substituted by up to three  $R^{13}$  and/or  $R^{14}$  groups, and phenyl optionally substituted by  $R^{13}$  and/or  $R^{14}$ ;

$R^6$  is a  $C_{3-6}$ alkyl group substituted by at least two substituents independently selected from  $-OR^{16}$ ,  $-NR^{16}R^{17}$ ,  $-CO_2R^{16}$ ,  $-CONR^{16}R^{17}$ ,  $-NHCOR^{16}$  and  $-NHSO_2R^{16}$ ;

$R^7$  and  $R^8$  are each independently selected from hydrogen and  $C_{1-6}$ alkyl;

$R^9$  is selected from hydrogen,  $-(CH_2)_u-C_{3-7}$ cycloalkyl,  $-(CH_2)_u$ heterocyclyl,  $-(CH_2)_u$ aryl, and  $C_{1-6}$ alkyl optionally substituted by up to two substituents independently selected from  $-OR^{18}$  and  $-NR^{18}R^{19}$ ,

$R^{10}$  is selected from hydrogen and  $C_{1-6}$ alkyl, or

$R^9$  and  $R^{10}$ , together with the nitrogen atom to which they are bound, form a 5- or 6-membered heterocyclic ring optionally containing one additional heteroatom selected from oxygen, sulfur and N- $R^{15}$ ;

$R^{11}$  is selected from hydrogen,  $C_{1-6}$ alkyl,  $-(CH_2)_t-C_{3-7}$ cycloalkyl, trifluoromethyl,  $-(CH_2)_v$ heteroaryl optionally substituted by  $R^{20}$  and/or  $R^{21}$ , and  $-(CH_2)_v$ phenyl optionally substituted by  $R^{20}$  and/or  $R^{21}$ ;

$R^{12}$  is selected from hydrogen,  $C_{1-6}$ alkyl,  $C_{3-7}$ cycloalkyl,  $-CONHR^{22}$ , phenyl optionally substituted by  $R^{20}$  and/or  $R^{21}$ , and heteroaryl optionally substituted by  $R^{20}$  and/or  $R^{21}$ ;

$R^{13}$  and  $R^{14}$  are each independently selected from halogen,  $-CN$ , trifluoromethyl, nitro,  $C_{1-6}$ alkyl,  $C_{1-6}$ alkoxy,  $-CONR^{22}R^{23}$ ,  $-COR^{24}$ ,  $-CO_2R^{24}$ , and heteroaryl, or

R<sup>13</sup> and R<sup>14</sup> are linked to form a fused 5-membered heterocyclyl ring containing one heteroatom selected from oxygen, sulfur and N-R<sup>15</sup>, or a fused heteroaryl ring;

R<sup>15</sup> is selected from hydrogen and methyl;

R<sup>16</sup>, R<sup>17</sup>, R<sup>18</sup> and R<sup>19</sup> are each independently selected from hydrogen and C<sub>1-6</sub>alkyl;

R<sup>20</sup> is selected from C<sub>1-6</sub>alkyl, C<sub>1-6</sub>alkoxy, -(CH<sub>2</sub>)<sub>t</sub>-C<sub>3-7</sub>cycloalkyl, -CONR<sup>22</sup>R<sup>23</sup>, -NHCOR<sup>23</sup>, halogen, -CN, -(CH<sub>2</sub>)<sub>w</sub>NR<sup>25</sup>R<sup>26</sup>, trifluoromethyl, phenyl optionally substituted by one or more R<sup>21</sup> groups, and heteroaryl optionally substituted by one or more R<sup>21</sup> groups;

R<sup>21</sup> is selected from C<sub>1-6</sub>alkyl, C<sub>1-6</sub>alkoxy, halogen, trifluoromethyl, and -(CH<sub>2</sub>)<sub>w</sub>NR<sup>25</sup>R<sup>26</sup>;

R<sup>22</sup> and R<sup>23</sup> are each independently selected from hydrogen and C<sub>1-6</sub>alkyl, or

R<sup>22</sup> and R<sup>23</sup>, together with the nitrogen atom to which they are bound, form a 5- or 6-membered heterocyclic ring optionally containing one additional heteroatom selected from oxygen, sulfur and N-R<sup>15</sup>, wherein the ring may be substituted by up to two C<sub>1-6</sub>alkyl groups;

R<sup>24</sup> is C<sub>1-6</sub>alkyl;

R<sup>25</sup> is selected from hydrogen, C<sub>1-6</sub>alkyl and -(CH<sub>2</sub>)<sub>t</sub>-C<sub>3-7</sub>cycloalkyl optionally substituted by C<sub>1-6</sub>alkyl,

R<sup>26</sup> is selected from hydrogen and C<sub>1-6</sub>alkyl, or

R<sup>25</sup> and R<sup>26</sup>, together with the nitrogen atom to which they are bound, form a 5- or 6-membered heterocyclic ring optionally containing one additional heteroatom selected from oxygen, sulfur and N-R<sup>15</sup>;

R<sup>27</sup> is hydrogen or C<sub>1-6</sub>alkyl;

B is selected from a bond, oxygen, NH and S(O)<sub>x</sub>;

X and Y are each independently selected from hydrogen, methyl and halogen;

Z is selected from halogen, C<sub>1-6</sub>alkyl and -OR<sup>27</sup>;

k, m and w are each independently selected from 0, 1, 2 and 3;

n, q, r, s, t and x are each independently selected from 0, 1 and 2; and

u and v are each independently selected from 0 and 1;

or a pharmaceutically acceptable derivative thereof.

2. (original) A compound according to claim 1 wherein A is a fused 5-membered heteroaryl ring containing up to two heteroatoms independently selected from oxygen and nitrogen.

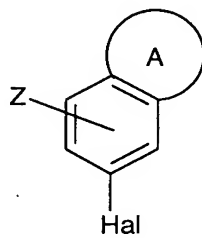
3. (currently amended) A compound according to claim 1 ~~or claim 2~~ wherein A is substituted by  $-(CH_2)_q$ aryl or  $-(CH_2)_q$ heteroaryl wherein the aryl or heteroaryl is optionally substituted by one or more substituents independently selected from oxo,  $C_{1-6}$ alkyl, halogen, -CN, trifluoromethyl,  $-OR^9$ ,  $-(CH_2)_rCO_2R^{10}$ ,  $-NR^9R^{10}$ ,  $-(CH_2)_rCONR^9R^{10}$ ,  $-NHCOR^9$ ,  $-SO_2NR^9R^{10}$ ,  $-NHSO_2R^9$  and  $-S(O)_sR^9$ .
4. (currently amended) A compound according to claim 1 ~~any one of the preceding claims~~ wherein  $R^1$  is methyl.
5. (currently amended) A compound according to claim 1 ~~any one of the preceding claims~~ wherein  $R^2$  is  $-CO-NH-(CH_2)_t-R^{12}$ .
6. (currently amended) A compound according to claim 1 ~~any one of the preceding claims~~ wherein X is hydrogen or fluorine.
7. (original) A compound according to claim 1 substantially as hereinbefore defined with reference to any one of Examples 1 to 6, or a pharmaceutically acceptable derivative thereof.
8. (original) A compound selected from:  
*N*-cyclopropyl-3-[5-fluoro-3-(4-pyridinyl)-1*H*-indazol-6-yl]-4-methylbenzamide; and  
*N*-cyclopropyl-3-fluoro-5-[5-fluoro-3-(4-pyridinyl)-1,2-benzisoxazol-6-yl]-4-methylbenzamide;  
or a pharmaceutically acceptable derivative thereof.
9. (currently amended) A pharmaceutical composition comprising at least one compound as claimed in claim 1 ~~any one of claims 1 to 8~~, or a pharmaceutically acceptable derivative thereof, in association with one or more pharmaceutically acceptable excipients, diluents and/or carriers.
10. (currently amended) A compound according to claim 1 ~~any one of claims 1 to 8~~, or a pharmaceutically acceptable derivative thereof, for use in therapy.
11. (currently amended) A compound as claimed in claim 1 ~~any one of claims 1 to 8~~, or a pharmaceutically acceptable derivative thereof, for use in the treatment or prophylaxis of a condition or disease state mediated by p38 kinase activity or mediated by cytokines produced by the activity of p38 kinase.

12. (currently amended) A method for treating a condition or disease state mediated by p38 kinase activity or mediated by cytokines produced by the activity of p38 kinase comprising administering to a patient in need thereof a compound as claimed in claim 1 ~~any one of claims 1 to 8~~, or a pharmaceutically acceptable derivative thereof.

13. (cancelled)

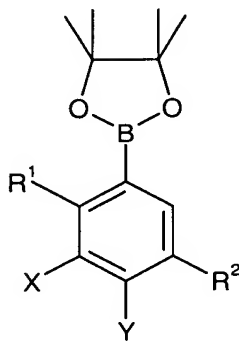
14. (currently amended) A process for preparing a compound of formula (I) as claimed in claim 1 ~~any one of claims 1 to 8~~, or a pharmaceutically acceptable derivative thereof, which comprises

(a) reacting a compound of formula (II)

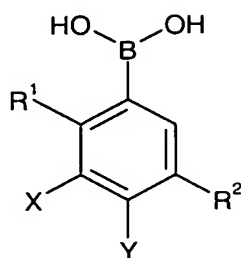


(II)

in which A is defined in claim 1 and Hal is halogen,  
with a compound of formula (IIIA) or (IIIB)



(IIIA)



(IIIB)

in which  $R^1$ ,  $R^2$ , X and Y are as defined in claim 1,  
 in the presence of a catalyst, or

(b) final stage modification of one compound of formula (I) as defined in claim 1  
 to give another compound of formula (I) as defined in claim 1.

15. (new) A compound according to claim 2 wherein A is substituted by  
 $-(CH_2)_q$ aryl or  $-(CH_2)_q$ heteroaryl wherein the aryl or heteroaryl is optionally  
 substituted by one or more substituents independently selected from oxo,  $C_{1-6}$ alkyl,  
 halogen, -CN, trifluoromethyl,  $-OR^9$ ,  $-(CH_2)_rCO_2R^{10}$ ,  $-NR^9R^{10}$ , -  
 $(CH_2)_rCONR^9R^{10}$ ,  $-NHCOR^9$ ,  $-SO_2NR^9R^{10}$ ,  $-NHSO_2R^9$  and  $-S(O)_sR^9$ .

16. (new) A compound according to claim 15 wherein  $R^1$  is methyl.

17. (new) A compound according to claim 15 wherein  $R^2$  is  $-CO-NH-(CH_2)_t-R^{12}$ .

18. (new) A compound according to claim 15 wherein X is hydrogen or fluorine.